

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER
AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

Re: ECF No. 3258

**CERTIFICATE OF NO
OBJECTION REGARDING PREPA'S
MOTION FOR ENTRY OF ORDER ALLOWING
ADMINISTRATIVE EXPENSE CLAIM FOR COMPENSATION
FOR MOBILIZATION SERVICES UNDER THE PUERTO RICO THERMAL
GENERATION FACILITIES OPERATION AND MANAGEMENT AGREEMENT**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19- BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Court Judge Laura Taylor Swain:

1. On February 21, 2023, the Puerto Rico Electric Power Authority (“PREPA” or the “Debtor”), through the Financial Oversight and Management Board for Puerto Rico (the “FOMB” or “Oversight Board”) as PREPA’s sole Title III representative pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”) and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”), filed *PREPA’s Motion for Entry of Order Allowing Administrative Expense Claim for Compensation for Mobilization Services under the Puerto Rico Thermal Generation Facilities Operation and Management Agreement* [Case No. 17-4780-LTS, ECF No. 3258] (the “Motion”).²

2. Responses or objections, if any, were to be filed and served no later than February 28, 2023 at 4:00 p.m. (AST) (the “Objection Deadline”). According to this Court’s *Sixteenth Amended Notice, Case Management and Administrative Procedures* [Case No. 17-3283-LTS, ECF No. 20190-1] (the “Case Management Procedures”), the Court may enter an order granting a request for relief without a hearing upon receipt of a certificate of no objection (“CNO”, as defined by the Case Management Procedures). *See* Case Management Procedures, III.P.

3. In accordance with the Case Management Procedures, the undersigned hereby certifies that this CNO is filed not less than forty-eight (48) hours after the expiration of the Objection Deadline. The undersigned further certifies that counsel for the Oversight Board has reviewed the Court’s docket in the above-captioned cases not less than forty-eight (48) hours after expiration of the Objection Deadline, and, to the best of counsel’s knowledge, no applicable

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

objection, responsive pleading, or request for a hearing with respect to the Motion appears on the docket.

WHEREFORE PREPA respectfully requests the Court enter the proposed order attached hereto as **Exhibit A**.

Dated: March 9, 2023
San Juan, Puerto Rico

Respectfully submitted,

/s/ Paul V. Possinger

Martin J. Bienenstock (admitted *pro hac vice*)

Paul V. Possinger (admitted *pro hac vice*)

Ehud Barak (admitted *pro hac vice*)

PROSKAUER ROSE LLP

Eleven Times Square

New York, NY 10036

Tel: (212) 969-3000

Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as representative for
PREPA*

/s/ Hermann D. Bauer

Hermann D. Bauer

USDC No. 215205

O'NEILL & BORGES LLC

250 Muñoz Rivera Ave., Suite 800

San Juan, PR 00918-1813

Tel: (787) 764-8181

Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and
Management Board as representative for
PREPA*

Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY
("PREPA"),

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

Re: ECF No. 3258

**[PROPOSED] ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIM FOR
COMPENSATION FOR MOBILIZATION SERVICES UNDER THE PUERTO RICO
THERMAL GENERATION FACILITIES OPERATION AND MANAGEMENT
AGREEMENT**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon the Government Parties' *Motion for Order Allowing Administrative Expense Claim for Compensation for Mobilization Services Under the Puerto Rico Thermal Generation Facilities Operation and Management Agreement* (the "Motion");² and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA; and it appearing that venue in this district is proper pursuant to section 307(a) of PROMESA; and the Court having found that the Mobilization Obligations, to the extent incurred and payable under the Generation Contract during the Mobilization Period meet all applicable requirements for an administrative expense claim under sections 503(b) and 507(a)(2) of the Bankruptcy Code, made applicable to this Title III Case pursuant to section 301(a) of PROMESA; and the Oversight Board having consented to the allowance of the Mobilization Obligations as administrative expense claims; and that the relief requested in the Motion is in the best interests of PREPA, its creditors, and other parties in interest; and the Court having found that PREPA provided adequate and appropriate notice of the Motion under the circumstances and that no other or further notice is required; and the Court having reviewed the Motion and its supporting materials; and the Court having determined that the legal and factual bases set forth in the Motion and its supporting materials establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and upon the record herein, after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. Pursuant to sections 105(a), 503, and 507(a)(2) of the Bankruptcy Code, made applicable in this Title III Case pursuant to section 301(a) of PROMESA, Genera

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

shall have an allowed administrative expense claim for its accrued and unpaid Mobilization Obligations incurred under the Generation Contract.

3. Notwithstanding any applicability of any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. To the extent required, PREPA and the Oversight Board, as PREPA's representative in this Title III Case, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this Order in accordance with the Motion and without further order of this Court.
5. The Court shall retain jurisdiction to hear and determine any and all disputes related to or arising from the implementation, interpretation, and enforcement of this Order.

Dated: [_____] , 2023

HON. LAURA TAYLOR SWAIN